

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), that the resolution appended below is proposed to be passed by the members through Postal Ballot/ Electronic voting (e-voting). The Explanatory Statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. Member(s) desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section “Voting through electronic means”. In the event the draft resolution as set out in the notice is assented to by the requisite majority by means of Postal Ballot or e-voting (whichever method the members opts for), it shall be deemed to have been passed as special business at an Extra-Ordinary General Meeting.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (“the Act”) and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/approve all the material related party transactions (including any modifications, alterations or amendments thereto) entered into/ to be entered into by the Company during FY 2017-18 and FY 2018-19 in the ordinary course of business and on arm’s length basis with related Party/ies within the meaning of the Act and Listing Obligations, as per below framework:

Sr.No.	Particulars	*Framework for terms of contract	
1.	Name of the Related Party (i.e. Project SPV)	Welspun Aunta-Simaria Project Private Limited	Other Project SPVs to be acquired / incorporated for execution of Projects during FY 2017-18 and FY 2018-19
2.	Name of the Project	Six- Laning from Aunta-Simaria (Ganga Bridge with Approach Roads) Section from km 197.900 to km 206.050 of NH-31 in the State of Bihar (Package - II)	Projects to be awarded to/acquired by the Company (whether individually or in consortium)
3.	Name of the Director or Key Managerial Personnel who is /may be related	Mr. Balkrishan Goenka - Chairman (Executive); and Mr. Rajesh Mandawewala - Director	Mr. Balkrishan Goenka - Chairman (Executive); and Mr. Rajesh Mandawewala - Director
4.	Nature of Relationship	74% equity stake of the Project SPV is held by the Company and the remaining 26% equity stake is held by a promoter group company controlled by the persons controlling Welspun Enterprises Limited.	<ul style="list-style-type: none"> The Company's promoter group may hold minority stake (upto 49%) in the Project SPV. The Project SPVs may fall in the definition of Related Party as per Section 2(76)(iv), (v) or (viii) of the Companies Act, 2013
5.	Nature and particulars of the contract / arrangement	Engineering Procurement & Construction (EPC) Contract to be executed between the Company and the Project SPV for execution of Project.	Engineering Procurement & Construction (EPC) Contract to be executed between the Company and the Project SPV for execution of Project.
6.	Material terms of the contract/ arrangement	The EPC Contract has been executed on back-to-back basis for carrying out the EPC works.	The EPC Contract is expected to be executed on back-to-back basis for carrying out the EPC works.
7.	Monetary value of the contract/ arrangement	Rs. 1025 Crore	Upto Rs. 1,500 Crore for a Project and Upto Rs. 6,000 Crore for all projects taken together per financial year.
8.	Duration of the transaction	1277 Days (from Appointed Date to COD)	The Contract is expected to be for a period from the date of contract till the date of completion of the project.
9.	The indicative base price or current contracted price and the formula for variation in the price, if any	The Contract value is based on cost + mark up of prevailing bank rate which has been derived considering the terms prevalent in the market for comparable contracts.	The Contract value would be based on cost + mark up of prevailing bank rate which would be derived considering the terms prevalent in the market for comparable contracts.
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	None	None

**The above framework has been recommended by the Audit Committee and approved by the Board of Directors of the Company for material related party transactions requiring shareholders' approval for EPC Contracts entered into / to be entered into by the Company with Special Purpose Vehicle for Projects ("Project SPVs") during FY 2017-18 and FY 2018-19.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

By Order of the Board

Place: Mumbai

Date: December 19, 2017

NOTES:

1. The Notice is being sent under Registered Post Acknowledgement Due/ speed post/ courier service/ through registered email id to all the members, whose names appear in the Register of Members / Record of Depositories as on January 26, 2018.
2. The Board of Directors of the Company has appointed Mr. Sanjay Risbud, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company.
3. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence any Director of the Company, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution. The result of the Postal Ballot will be declared on March 06, 2018 at 12.00 noon at the Corporate Office of the Company. After declaration, the result of the Postal Ballot will be published in the newspaper and will also be posted on the Company's website www.welspunenterprises.com, besides communicating the same to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office as also the Corporate Office of the Company between 2.00 p.m. to 4.00 p.m. on any working day excluding Saturday and Sunday till the closure of working hours of March 05, 2018 (last date for receiving Postal Ballot Forms by scrutinizer).
5. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions as mentioned hereinafter before exercising their vote.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast

their votes electronically instead of dispatching Postal Ballot Form(s).

7. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, then they should not vote by post and vice versa. However, in case members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

Instructions for Voting through electronic means

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open the email and open PDF file viz; "WEL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Welspun Enterprises Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of postal ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of www.evoting.nsdl.com. In order to address any grievances relating to e-voting, you may write to Ms. Pallavi Mhatre, Assistant Manager, NSDL at the designated email ID evoting@nsdl.co.in, pallavid@nsdl.co.in or call at the following telephone no. 022 2499 4600/ 1800-222-990.

- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (v) The e-voting period commences on February 04, 2018 (9:00 a.m.) and ends on March 05, 2018 (5:00 p.m.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of January 26, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- (vi) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of January 26, 2018.
- (vii) The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Instructions for voting through postal ballot form:

- (i) A member desirous of exercising his / her vote by Postal Ballot may complete the Postal Ballot Form enclosed with the Notice and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
- (ii) Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
- (iii) The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- (iv) This Form must be completed and signed (as per specimen signature registered with the Company) by the member. In case of joint holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
- (v) Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.

- (vi) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (vii) The Postal Ballot shall not be exercised by a proxy.
- (viii) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on March 05, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
- (ix) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – 247, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra-400083.
- (x) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the cut-off date of January 26, 2018.
- (xi) Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- (xii) There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- (xiii) A member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item no. (viii) above.
- (xiv) Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

By Order of the Board

Sd/-
Place : Mumbai
Date: December 19, 2017

Sd/-
Indu Daryani
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Your company submits proposals/bids/acquires various infrastructure projects through itself or in consortium with other qualified parties which projects, once awarded/acquired, are generally executed through a Special Purpose Vehicle (Project SPV) which may be in the form of subsidiary, joint venture or associate company which would fall in the definition of "Related Parties" under the Companies Act, 2013 ("the Act") and/or the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Consortium bidding, grant of award/acquisition, construction, development, operation and maintenance of various infrastructure

projects requires the Company to undertake transactions/contracts/arrangements with the Project SPVs. Such transactions are repetitive in nature and considering the business requirement, market practice and distinct nature of each project, entering into such related party transaction with the Project SPVs will be in the best interest of the Company.

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') exempts a company from obtaining consent of the Board of Directors and the members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis.

However, Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires approval of the members through ordinary resolution for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements.

Your company has entered into EPC Contract with Welspun Aunta-Simaria Project Private Limited for execution of Aunta-Simaria (Ganga Bridge with Approach Roads) Project which transaction falls under the category of material related party transaction requiring shareholders' approval. Further, your company may have to enter into similar material

related party transactions requiring shareholders' approval for EPC Contracts with the Project SPVs during the remaining part of FY 2017-18 and FY 2018-19, the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice.

All the material related party transactions entered/to be entered into by the Company (for which members approval is being sought) are/would be on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained/would be obtained, wherever required.

Information required to be given in the explanatory statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 forms part of the resolution.

Shareholders' approval by way of an ordinary resolution is therefore sought for the resolution set out in this Notice in terms of Regulation 23 of the Listing Regulations. Welspun Promoter Group, holding 44.56% equity stake in the Company, is not entitled to vote on the resolution proposed in this Notice.

Except for Mr. Balkrishan Goenka and Mr. Rajesh Mandawewala, none of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives may be concerned or interested (financially or otherwise) in the resolution.

By Order of the Board

Sd/-

Indu Daryani

Company Secretary

Place : Mumbai

Date: December 19, 2017

WELSPUN ENTERPRISES LIMITED

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110

Tel: 00 91 2836 662222 Fax: 00 91 2836 279010

Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013

Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020

Website: www.welspunenterprises.com Email: companysecretary_wel@welspun.com

POSTAL BALLOT FORM

Sr. No.

(1) Name and Registered Address :
of the Sole/First named
Member

(2) Names(s) of the Joint Holder(s) :
(if any)

(3) Registered Folio No./DP ID :
No. and Client ID No.

(4) Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution for ratification/approval of material related party transactions requiring shareholders' approval for EPC Contracts entered into/to be entered between the Company and Project SPVs during FY 2017-18 and FY 2018-19.			

Place:

Date:

(Signature of Shareholder)

EVEN (E-voting event number)	User ID	Password / PIN

Note: Please read the instructions for voting before exercising the vote.